

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SAWABEH INFORMATION SERVICES CO.
and EDCOMM, INC.,

Plaintiffs,

-against-

CLIFFORD BRODY, LINDA EAGLE and
DAVID SHAPP,

Defendants.

Case No. 11 CIV 4164 (SAS) (JLC)

**DECLARATION OF JUSTIN M. SHER IN SUPPORT OF DEFENDANTS CLIFFORD
BRODY, LINDA EAGLE AND DAVID SHAPP'S MOTION TO DISMISS**

I, Justin M. Sher, declare under penalty of perjury that the foregoing is true and correct:

1. I am the managing partner of Sher LLP and represent Defendants Clifford Brody, Linda Eagle and David Shapp in the above-captioned matter. I respectfully submit this declaration in support of Defendants' Motion to Dismiss the First Amended Complaint.

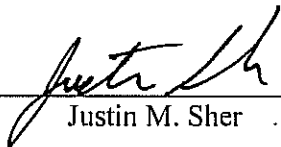
2. On September 28, 2011, in compliance with Rule IV(B) of the Court's Individual Practices, I sent a letter to Philip Hirschhorn, Esq., counsel for Plaintiffs, advising him of Defendants' intention to move to dismiss and summarizing the basis of the motion.

3. On October 3, 2011, Mr. Hirschhorn responded with his own letter. Plaintiffs did not indicate any intention to file a second amended complaint in an attempt to obviate the need for Defendants' Motion to Dismiss.

4. Attached as **Exhibit 1** is a true copy of Plaintiffs' First Amended Complaint, which includes Exhibits A, B and C, which are referred to in Defendants' Memorandum of Law respectively as the "Term Sheet," the "Employment Agreement," and the "IP Agreement."

5. Attached as **Exhibit 2** is a true copy of the e-mail dated October 8, 2010 at 6:22 p.m. from Linda Eagle and the attached signed list of accounts receivable and payable, which is referenced in paragraph 75 of the First Amended Complaint. Plaintiffs refer to the list of accounts throughout the First Amended Complaint as the "Certification."

Executed this 5th day of October, 2011.


Justin M. Sher